

Occidental Petroleum Corporation
Audit Committee Charter

The Audit Committee of the Board of Directors (the “Board”) of Occidental Petroleum Corporation (the “Corporation”) shall have the responsibilities, powers, duties and authority specified in this Charter.

I. Purpose.

The Audit Committee is appointed by the Board of the Corporation to do the following:

- a. Assist the Board in monitoring (1) the integrity of the Corporation’s financial statements; (2) the Corporation’s compliance with legal and regulatory requirements with respect to financial matters; (3) the qualifications and independence of the independent auditor certifying the Corporation’s financial statements; (4) the performance of such firm; (5) the Corporation’s internal audit function; (6) the selection of the individuals or, if applicable, independent public accounting firm providing internal audit services; and (7) the performance of the Corporation’s internal audit function and the individuals or firm providing the internal audit services;
- b. Prepare an audit committee report for inclusion in the Corporation’s proxy statement in accordance with the rules and regulations (the “Rules and Regulations”) of the Securities and Exchange Commission (the “Commission”);
- c. Oversee the Corporation’s Code of Business Conduct (“CBC”); and
- d. Perform such other duties and responsibilities set forth in this Charter or that may be expressly delegated to the Audit Committee by the Board from time to time.

II. Composition, Appointment and Procedures.

- a. The Audit Committee shall consist of at least three members of the Board, each of whom satisfies the independence and expertise requirements of the New York Stock Exchange, the Corporation’s Governance Policies, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Rules and Regulations. At least one member should qualify as an “Audit Committee Financial Expert” as such term is defined in the Rules and Regulations.
- b. No member of the Audit Committee may concurrently serve on the audit committee of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee.
- c. The members of the Audit Committee shall be appointed by the Board and shall continue to act until their successors are appointed. Members shall be subject to removal at any time by the Board.

- d. The Audit Committee shall meet as often as necessary to carry out its responsibilities which shall be no less than quarterly. The Audit Committee shall meet periodically in separate executive sessions with management (including the Chief Financial Officer and the Chief Accounting Officer), the chief audit executive and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the Audit Committee members deem appropriate.
- e. The Audit Committee may delegate any of its duties to a subcommittee comprising one or more members of the Audit Committee.
- f. The Audit Committee Chairman (the “Chairman”) shall be designated by the Board. The Chairman shall preside at each meeting. In the event the Chairman is not present at a meeting, the Audit Committee members present at that meeting shall designate one of its members as the acting chair of the meeting.

III. Duties and Responsibilities with Respect to Audit and Accounting.

The Audit Committee shall:

- a. Prior to filing with the Commission, review and discuss with the Corporation’s management and the independent auditor: (1) the Corporation’s annual audited financial statements and quarterly financial statements, including the disclosures under the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Corporation’s reports filed with the Commission; (2) the scope and results of the audit or review, as applicable; and (3) matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the Rules and Regulations;
- b. Review and discuss with the Corporation’s management and the independent auditor (1) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation’s selection or application of accounting principles, and major issues as to the adequacy of the Corporation’s internal controls and any special audit steps adopted in light of material control deficiencies; (2) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative Generally Accepted Accounting Principles (“GAAP”) methods on the financial statements; (3) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Corporation’s financial statements; (4) the type and presentation of information to be included in earnings press releases (paying particular attention to any use of “pro forma,” or “adjusted,” non-GAAP information); and (5) the type and presentation of financial information and earnings guidance provided to analysts and rating agencies;

- c. Review with the Corporation's independent auditor any audit problems or difficulties and management's response, including: (1) any restrictions on the scope of the independent auditor's activities; (2) any restriction on the independent auditor's access to requested materials; (3) any significant disagreements with management; and (4) any material audit differences that the independent auditor noted or proposed but for which the Corporation's financial statements were not adjusted;
- d. Resolve any disagreements between the independent auditor and Corporation's management regarding financial reporting;
- e. Discuss with the Corporation's management, independent auditor and chief audit executive the adequacy of the Corporation's internal accounting, financial and operating controls;
- f. Review disclosures made to the Audit Committee by the Corporation's Chief Executive Officer and Chief Financial Officer during their certification processes for Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls;
- g. Based on its review and discussion with management, the independent auditor and the chief audit executive, the Audit Committee shall recommend to the Board whether the Corporation's audited financial statements should be included in the Corporation's Annual Report on Form 10-K filed with the Commission; and
- h. Report to the Board with respect to the foregoing.

IV. Specific Responsibilities with Respect to the Corporation's Independent Auditor.

The Corporation's independent auditor is ultimately accountable to the Board and shall report directly to the Audit Committee. The Audit Committee shall have the sole authority and responsibility to retain, appoint, oversee, evaluate and, where appropriate, terminate and replace the Corporation's independent auditor. In furtherance of these responsibilities:

- a. The Audit Committee shall annually evaluate the independent auditor's qualifications and performance;
- b. The Audit Committee shall annually evaluate the independent auditor's independence and consider whether the provision of non-audit and tax services is compatible with maintaining such independence;
- c. The Audit Committee shall recommend to the stockholders for ratification the independent auditor retained by the Audit Committee to audit the books, records and accounts of the Corporation and its consolidated subsidiaries;

- d. The Audit Committee shall review and approve the compensation and terms of engagement of the Corporation’s independent auditor before the firm provides any audit, audit-related, tax or permitted non-audit services, unless otherwise provided in the Audit Committee’s policies and procedures consistent with the Rules and Regulations;
- e. At least annually, the Audit Committee shall obtain and review, and discuss with the independent auditor, the report by the independent auditor describing: (1) the firm’s internal quality control procedures; (2) any material issues raised by the firm’s most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (3) all relationships between the firm and the Corporation covered by the applicable requirements of the PCAOB regarding the independent auditor’s independence;
- f. At least annually, the Audit Committee shall review and evaluate the lead partner of the independent auditor and ensure the rotation of partners in accordance with applicable law;
- g. At least annually, the Audit Committee shall consider the advisability of rotating the independent auditor in order to maintain independence between the independent auditor and the Corporation;
- h. The Audit Committee shall set clear hiring policies for employees or former employees of the Corporation’s independent auditor;
- i. The Audit Committee shall obtain from the independent auditor assurance that Section 10A(b) of the Exchange Agent has not been implicated; and
- j. The Audit Committee shall report to the Board with respect to the foregoing.

V. Specific Responsibilities with Respect to the Corporation’s Internal Audit Department.

The Audit Committee shall establish the mandate for the Corporation’s internal audit department. In furtherance of such responsibility, the Audit Committee shall:

- a. Approve the charter for the internal audit department and any changes to the charter;
- b. Review the annual internal audit process, plan of work and other activities noted in the internal audit charter;
- c. Review audit results submitted to the Audit Committee by the Corporation’s internal audit department and management’s responses to such results;
- d. Evaluate the performance and qualifications of the internal audit department, or if applicable, the independent auditor, providing the internal audit services;
- e. Review the appointment and replacement of the chief audit executive; and

- f. Provide input to senior management to support the performance evaluation and compensation of the chief audit executive.

VI. Additional Powers, Duties and Authority.

The Audit Committee shall also:

- a. Oversee all matters relating to the Corporation's CBC, including the establishment, monitoring and review of the Corporation's procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls and auditing matters and (2) the confidential, anonymous submission by the Corporation's employees of concerns regarding accounting or auditing matters;
- b. Discuss with the Corporation's management the Corporation's guidelines and policies with respect to risk assessment and risk management, including the Corporation's major financial risk exposures and the steps management takes to monitor and control such exposures;
- c. Prepare the report required by the Rules and Regulations to be included in the Corporation's annual proxy statement;
- d. Review with the Corporation's Chief Legal Officer, General Counsel or other equivalent position legal matters that may have a material impact on the financial statements, the Corporation's CBC and any material reports or inquiries received from regulators or governmental agencies;
- e. As the Audit Committee may deem appropriate, retain and terminate any legal, accounting or other consultants, who shall report directly to the Audit Committee, on such terms and conditions, including fees, as the Audit Committee in its sole discretion shall approve;
- f. Request that any of the Corporation's officers, employees, outside counsel or independent auditor attend any meeting of the Audit Committee or meet with any of the Audit Committee's members or consultants;
- g. Annually review the Audit Committee's Charter and performance, which shall include evaluating each member's qualifications, attendance, understanding of the Audit Committee's responsibilities and contribution to the functioning of the Audit Committee, and recommend any proposed changes to the Board for approval; and
- h. Report to the Board with respect to the foregoing.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.